

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

86	88	6)

OMB APPROVAI OMB Number: Expires:

Estimated average burden hours per response. 16.00

SEC USE ONLY						
Prefix		Serial				
		,				
DATE RECEIVED						

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	PROCESSED
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	☐ ULOE JAN 0 5 2007
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	THOMSON
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) APEX RESOURCES, INC./KYRA SMITH #1H W.I.	Allerton
Address of Executive Offices (Number and Street, City, State, Zip Code) 1705 CAPITAL OF TX HWY S, STE 205 AUSTIN, TX 78745	Telephone Number (Including Area Code) 512-328-0647
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business OIL AND GAS LEASING, OPERATIONS AND ACTIVITIES	RECEIVED
Type of Business Organization Corporation Imited partnership, already formed business trust Imited partnership, to be formed	lease specify); DEC 1 9 2006
Actual or Estimated Date of Incorporation or Organization: O17 912 Actual Estin Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION

Faiture to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: **✓** Promoter Executive Officer General and/or Beneficial Owner ✓ Director Managing Partner Full Name (Last name first, if individual) GARCIA, MARIO Business or Residence Address (Number and Street, City, State, Zip Code) 1705 CAPITAL OF TX HWY S, STE 205 AUSTIN, TX 78746 Check Box(es) that Apply: ✓ Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) 3 EGLOFF, JAMES Business or Residence Address (Number and Street, City, State, Zip Code) 1705 CAPITAL OF TX HWY S. STE 205 AUSTIN, TX 78746 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer Director Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer Director Promoter General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING													
			1							_		Yes	No
I,	Has the	issuer sol	l, or does th							-	••••••	X.	
_		is the mininum investment that will be accepted from any individual?							s 9,7	50.00			
2.	What is	the minim 	um investm	nent that w	ill be acce	pted from a	iny individ	ual?	•••••			· · ·	
3.	Does the	offering	permit joint	t ownershi	p of a sing	le unit?	***************************************					Yes	No [2]
		, -										_	_
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, an commission or singular remuneration for solicitation of purchasers in connection with sales of securities in the offering If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of suc a broker or dealer you may set forth the information for that broker or dealer only.							with a state	:	:				
		ast name	first, if indi INC.	ividual)									
Busi	ness or F	Residence	Address (N	lumber and	Street, Ci	ity, State, Z	ip Code)		- "				
			HWY S, S		AUSTIN, T	X 78746							
Nam	e of Ass	ociated Br	oker or De	aler									•
State	es in Whi	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
		4 1 1 1	or check							,,, ,,		☐ AI	l States
	AL	ĀK	AZ	ĀR	CA	CO	CT	[DE]	DC	FL	GA	HI	ID .
		IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MÓ
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT)	(VA)	WA	WV	WI	WY	PR
Full	Name (L	ast name	irst, if indi	ividual)									
Rusi	ness or	Residence	Address (N	Jumber an	d Street C	ity State 1	Zin Code)						
Dusi	11035 01	:	Address (1	vuiiloçi an	a sacci, c	ity, State, 2	zip Code)						
Nam	e of Ass	ociated Br	oker or Dea	aler				,					
State	es in Whi	ch Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers				,		
		4	or check	+								□ ΛΙ	l States
	AL	AK	AZ	AR	CA	CO	CT (VCE)	DE	DC	FL	GA	HI	ID 570
	MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full	Name (L	ast name	first, if indi	ividual)					 				
			4.11 0	 	1.6	V. 0	7. 6. 1.						
Busi	Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of Associated Broker or Dealer													
State	sa in Whi	ah Dagaan	1 istad Has	, Caliaitad	os Intende	to Saliait	Durchasoro						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
AL) AK AZ AR CA CO CT DE DC FL GA HI ID													
	AL)	AK IN	AZ IA	AR KS	CA KY	LA	CT ME	DE MD	DC MA	MI	GA MN	HI MS	ID MO
	MT	NE	NV	NH]	NJ	NM	NY	NC)	ND	ОH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	\overline{WV}	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

P	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	•
Ι.	Enter the aggregate offering price of securities in sold. Enter "0" if the answer is "none" or "zero	reluded in this offering and the total amount already." If the transaction is an exchange offering, check amounts of the securities offered for exchange and		
	Type of Security		Aggregate Offering Price	Amount Already Sold
	Debt		:	\$
	•			· •
	;	Common Preferred	<u> </u>	· ·
	Convertible Securities (including warrants)			•
	` ;-			
		WORKING INTERESTS		\$ 507,000.00
	3	9	507,000.00	\$ 507,000.00
	Answer also in Appendix, Colu	······································)	3_001,000.00
2.	Enter the number of accredited and non-accredited and non-accredited and the aggregate dollar amounts of their	ted investors who have purchased securities in this in purchases. For offerings under Rule 504, indicate curities and the aggregate dollar amount of their		
			Number Investors	Aggregate Dollar Amount of Purchases
	1			\$ 360,750.00
	Non-accredited Investors		7	<u>\$ 146,250.00</u>
	Total (for filings under Rule 504 or	ıly)	19	\$ 507,000.00
	Answer also in Appendix, C	olumn 4, if filing under ULOE.		
3.	sold by the issuer, to date, in offerings of the typ	05, enter the information requested for all securities es indicated, in the twelve (12) months prior to the securities by type listed in Part C — Question 1.		
	3		Type of	Dollar Amount
	Type of Offering		Security	Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504			\$
	Total			\$ 0.00
4	securities in this offering. Exclude amounts rela	nnection with the issuance and distribution of the ating solely to organization expenses of the insurer. re contingencies. If the amount of an expenditure is ox to the left of the estimate.		
	Transfer Agent's Fees			\$
	Printing and Engraving Costs	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$ 8,000.00
	Legal Fees			\$ 6,000.00
	Accounting Fees		······	\$_4,000.00
	Engineering Fees			\$
	Sales Commissions (specify finders' fees s	eparately)		\$ 35,000.00
				\$ 17,000.00
	Total	_		c 70.000.00

-	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	a se esa,	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$_437,000.00	
	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		•	
		Payments to Officers, Directors, & Affiliates	Payments to Others	
	Salaries and fees		<u></u> \$	
	Purchase of real estate		 \$	
	Purchase, rental or leasing and installation of machinery and equipment	\$	s	
	Construction or leasing of plant buildings and facilities			
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	¢	□ \$	
	Repayment of indebtedness			
	Working capital			
	·			
	Other (specify):			
		\$_70,000.00	\$_437,000.00	
	Column Totals	¬\$ 70,000.00	\$ 437,000.00	
	Total Payments Listed (column totals added)			
	D. FEDERAL SIGNATURE			
igi	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commis information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of I	is filed under Rulsion, upon writter	le 505, the following	
SSI	ter (Print or Type) Signature c	Date		
		11-22-06		
	me of Signer (Print or Type) Title of Signer (Print or Type)		· · · · · · · · · · · · · · · · · · ·	
IAI	RIO A GARCIA CHAIRMAN			
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ATTENTION

intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)